

RECORDATION NO. 26454-D FILED

JUN 4 '09 -3 00 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SURFACE TRANSPORTATION BOARD

SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

June 4, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Security Agreement, dated as of May 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 26454-B. The schedule attached to the Amendment is intended to provide, where appropriate, an updated schedule of the current reporting marks and road numbers of certain units of the railroad equipment and any change, where appropriate, in the lessee of such equipment subject to the Security Agreement.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail, LLC
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

Secured Party/
Assignee: The CIT Group/Equipment Financing, Inc.
30 South Wacker, Suite 3000
Chicago, IL 60606

Anne K. Quinlan, Esquire
June 4, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

Lease covering 24 covered hopper railcars IFRX 3220 - IFRX 3243 (previously within the series CGLX 58115 - CGLX 60123) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Amendment to Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclos

JUN 4 '09 -3 00 PM

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT **SURFACE TRANSPORTATION BOARD**

1. A Memorandum of Security Agreement, dated July 10, 2006, between The CIT Group/Equipment Financing, Inc. ("CIT") and Infinity Rail, LLC, a Georgia limited liability company ("IR") was recorded with the Surface Transportation Board on July 14, 2006 and given recordation number 26454-B (the "Memorandum"). Said Memorandum was filed pursuant to the Security Agreement identified below, whereby IR granted to CIT, as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to the lease of certain railroad equipment each identified on Schedule 4(a) attached to the Memorandum.

2. "Security Agreement" means the Security Agreement dated as of June 7, 2005, between IR and CIT.

3. The Security Agreement has been updated to provide a description of the lease (as set forth on Schedule I attached hereto) under which the railroad equipment also identified on Schedule I attached hereto is currently subject.

4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall be incorporated by this reference into Schedule 4(a) of the Memorandum.

5. This Memorandum of Amendment to Security Agreement may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of
May 15, 2009.

INFINITY RAIL II, LLC

By Infinity Asset Management, LLC as Manager

By: Jeff G. Edman

State of Georgia)
) ss:
County of Fulton)

On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail II, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

Stephanie Cassama

Notary Public

My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

[Execution continued on next page; remainder of this page intentionally left blank]

THE CIT GROUP/EQUIPMENT FINANCING, INC.

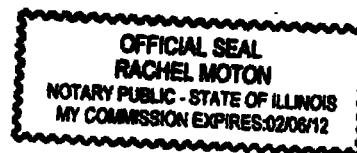
By: 
Name: Richard Rossi
Title: Senior Director

State of Illinois)
) ss:
County of Cook)

On May 15, 2009, personally appeared before me Richard Rossi, to me personally known, who being by me duly sworn, said that he is a Senior Director of The CIT Group/Equipment Financing, Inc., that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.


Notary Public
My commission expires:

[NOTARIAL SEAL]



SCHEDULE I

Customer Name	Start Date	Car Type	Original Mark	Original Number	Intermediate Mark	Intermediate Number	Current Mark	Current Number	Current Code
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58115			IFRX	3220	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58118			IFRX	3221	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58136			IFRX	3222	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58144			IFRX	3223	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58148			IFRX	3224	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58151			IFRX	3225	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58157			IFRX	3226	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58159			IFRX	3227	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58162			IFRX	3228	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58198			IFRX	3229	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58205			IFRX	3230	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58208			IFRX	3231	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58219			IFRX	3232	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58280			IFRX	3233	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58294			IFRX	3234	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58302			IFRX	3235	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58319			IFRX	3236	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58321			IFRX	3237	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58361			IFRX	3238	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58400			IFRX	3239	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58460			IFRX	3240	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		58779			IFRX	3241	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		59919			IFRX	3242	C214
Al-Corn Clean Fuel	6/1/2006	Jumbo Covered Hopper CGLX		60123			IFRX	3243	C214

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/4/09



Robert W. Alvord